

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

February 24 , 2005

IN RE:

**PETITION FOR APPROVAL OF THE AMENDMENT
TO THE RESALE AGREEMENT BETWEEN BELL SOUTH
TELECOMMUNICATIONS, INC. AND NUSTAR
COMMUNICATIONS CORP.**

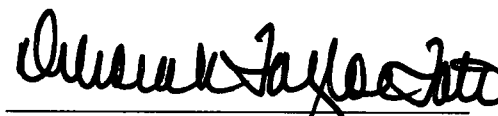
**DOCKET NO.
04-00432**

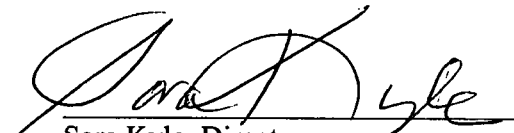
**ORDER APPROVING
FIRST AMENDMENT TO THE RESALE AGREEMENT**


This matter came before Director Deborah Taylor Tate, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 31, 2005, to consider the Petition for approval of the first amendment to the resale agreement negotiated between BellSouth Telecommunications, Inc. and NuStar Communications Corp., filed on December 15, 2004.¹

Based upon a review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors made findings consistent with those in the Order Approving Resale Agreement issued on February 14, 2005, in Docket No. 04-00341 and unanimously granted the Petition.

IT IS SO ORDERED.


Deborah Taylor Tate, Director


Sara Kyle, Director


Ron Jones, Director

¹ The original interconnection agreement was filed and approved in Docket No. 04-00341.